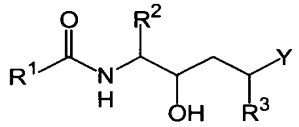
What is claimed is:

1. A method of treating or preventing a disorder or condition selected from the group consisting of fibrosis, Alzheimer's disease, conditions associated with leptin production, sequelae associated with cancer, cancer metastasis, diseases or conditions related to production of cytokines at inflammatory sites, and tissue damage caused by inflammation induced by infectious agents; wherein the method comprises administering to a mammal in need of such treatment or prevention a pharmaceutically effective amount of a compound of formula (I)



(I)

wherein R^1 is $(C_2\text{-}C_9)$heteroaryl optionally substituted with one or more substituents, wherein each substituent is independently hydrogen, halo, CN, $(C_1\text{-}C_6)$alkyl, hydroxy, hydroxy-$(C_1\text{-}C_6)$alkyl, $(C_1\text{-}C_6)$alkoxy, $(C_1\text{-}C_6)$alkoxy$(C_1\text{-}C_6)$alkyl, HO-(C=O)-, $(C_1\text{-}C_6)$alkyl-O-(C=O)-, HO-(C=O)-$(C_1\text{-}C_6)$alkyl, $(C_1\text{-}C_6)$alkyl-O-(C=O)-$(C_1\text{-}C_6)$alkyl, $(C_1\text{-}C_6)$alkyl-(C=O)-O-, $(C_1\text{-}C_6)$alkyl-(C=O)-O-$(C_1\text{-}C_6)$alkyl, H(O=C)-, H(O=C)-$(C_1\text{-}C_6)$alkyl, $(C_1\text{-}C_6)$alkyl(O=C)-, $(C_1\text{-}C_6)$alkyl(O=C)-$(C_1\text{-}C_6)$alkyl, NO_2, amino, $(C_1\text{-}C_6)$alkylamino, $[(C_1\text{-}C_6)\text{alkyl}]_2$amino, amino$(C_1\text{-}C_6)$alkyl, $(C_1\text{-}C_6)$alkylamino$(C_1\text{-}C_6)$alkyl, $[(C_1\text{-}C_6)\text{alkyl}]_2$amino$(C_1\text{-}C_6)$alkyl, H_2N-(C=O)-, $(C_1\text{-}C_6)$alkyl-NH-(C=O)-, $[(C_1\text{-}C_6)\text{alkyl}]_2$N-(C=O)-, $H_2N(C=O)$-$(C_1\text{-}C_6)$alkyl, $(C_1\text{-}C_6)$alkyl-HN(C=O)-$(C_1\text{-}C_6)$alkyl, $[(C_1\text{-}C_6)\text{alkyl}]_2$N-(C=O)-$(C_1\text{-}C_6)$alkyl, H(O=C)-NH-, $(C_1\text{-}C_6)$alkyl(C=O)-NH, $(C_1\text{-}C_6)$alkyl(C=O)-[NH]$(C_1\text{-}C_6)$alkyl, $(C_1\text{-}C_6)$alkyl(C=O)-[N$(C_1\text{-}C_6)$alkyl]$(C_1\text{-}C_6)$alkyl, $(C_1\text{-}C_6)$alkyl-S-, $(C_1\text{-}C_6)$alkyl-(S=O)-, $(C_1\text{-}C_6)$alkyl-SO_2-, $(C_1\text{-}C_6)$alkyl-SO_2-NH-, H_2N-SO_2-, H_2N-SO_2-$(C_1\text{-}C_6)$alkyl, $(C_1\text{-}C_6)$alkylHN-SO_2-$(C_1\text{-}C_6)$alkyl, $[(C_1\text{-}C_6)\text{alkyl}]_2$N-$SO_2$-$(C_1\text{-}C_6)$alkyl, CF_3SO_3-, $(C_1\text{-}C_6)$alkyl-SO_3-, phenyl, $(C_3\text{-}C_{10})$cycloalkyl, $(C_2\text{-}C_9)$heterocycloalkyl, or $(C_2\text{-}C_9)$heteroaryl;

R^2 is phenyl-$(CH_2)_m$-, naphthyl-$(CH_2)_m$-, $(C_3\text{-}C_{10})$cycloalkyl-$(CH_2)_m$-, $(C_1\text{-}C_6)$alkyl or $(C_2\text{-}C_9)$heteroaryl-$(CH_2)_m$-, wherein m is zero, one, two, three or four; wherein each of said phenyl, naphthyl, $(C_3\text{-}C_{10})$cycloalkyl and $(C_2\text{-}C_9)$heteroaryl moieties of said phenyl-$(CH_2)_m$-, naphthyl-$(CH_2)_m$-, $(C_3\text{-}C_{10})$cycloalkyl-$(CH_2)_m$- and $(C_2\text{-}C_9)$heteroaryl-$(CH_2)_m$- groups may optionally be substituted with one or more substituents, wherein each substituent is independently hydrogen, halo, CN, $(C_1\text{-}C_6)$alkyl, hydroxy, hydroxy-$(C_1\text{-}C_6)$alkyl, $(C_1\text{-}C_6)$alkoxy, $(C_1\text{-}C_6)$alkoxy$(C_1\text{-}C_6)$alkyl, HO-(C=O)-, $(C_1\text{-}C_6)$alkyl-O-

(C=O)-, HO-(C=O)-(C_1-C_6)alkyl, (C_1-C_6)alkyl-O-(C=O)-(C_1-C_6)alkyl, (C_1-C_6)alkyl-(C=O)-O-, (C_1-C_6)alkyl-(C=O)-O-(C_1-C_6)alkyl, H(O=C)-, H(O=C)-(C_1-C_6)alkyl, (C_1-C_6)alkyl(O=C)-, (C_1-C_6)alkyl(O=C)-(C_1-C_6)alkyl, NO_2, amino, (C_1-C_6)alkylamino, [(C_1-C_6)alkyl]$_2$amino, amino(C_1-C_6)alkyl, (C_1-C_6)alkylamino(C_1-C_6)alkyl, [(C_1-C_6)alkyl]$_2$amino(C_1-C_6)alkyl, H_2N-(C=O)-, (C_1-C_6)alkyl-NH-(C=O)-, [(C_1-C_6)alkyl]$_2$N-(C=O)-, H_2N(C=O)-(C_1-C_6)alkyl, (C_1-C_6)alkyl-HN(C=O)-(C_1-C_6)alkyl, [(C_1-C_6)alkyl]$_2$N-(C=O)-(C_1-C_6)alkyl, H(O=C)-NH-, (C_1-C_6)alkyl(C=O)-NH, (C_1-C_6)alkyl(C=O)-[NH](C_1-C_6)alkyl, (C_1-C_6)alkyl(C=O)-[N(C_1-C_6)alkyl](C_1-C_6)alkyl, (C_1-C_6)alkyl-S-, (C_1-C_6)alkyl-(S=O)-, (C_1-C_6)alkyl-SO_2-, (C_1-C_6)alkyl-SO_2-NH-, H_2N-SO_2-, H_2N-SO_2-(C_1-C_6)alkyl, (C_1-C_6)alkylHN-SO_2-(C_1-C_6)alkyl, [(C_1-C_6)alkyl]$_2$N-SO_2-(C_1-C_6)alkyl, CF_3SO_3-, (C_1-C_6)alkyl-SO_3-, phenyl, phenoxy, benzyloxy, (C_3-C_{10})cycloalkyl, (C_2-C_9)heterocycloalkyl, or (C_2-C_9)heteroaryl;

R^3 is hydrogen, (C_1-C_{10})alkyl, (C_3-C_{10})cycloalkyl-$(CH_2)_n$-, (C_2-C_9)heterocycloalkyl-$(CH_2)_n$-, (C_2-C_9)heteroaryl-$(CH_2)_n$- or aryl-$(CH_2)_n$-; wherein n is zero, one, two, three, four, five or six;

wherein the (C_1-C_{10})alkyl moiety of said R^3 (C_1-C_{10})alkyl group may optionally be substituted with one or more substituents, wherein each substituent is independently hydrogen, halo, CN, (C_1-C_6)alkyl, hydroxy, hydroxy-(C_1-C_6)alkyl, (C_1-C_6)alkoxy, (C_1-C_6)alkoxy(C_1-C_6)alkyl, HO-(C=O)-, (C_1-C_6)alkyl-O-(C=O)-, HO-(C=O)-(C_1-C_6)alkyl, (C_1-C_6)alkyl-O-(C=O)-(C_1-C_6)alkyl, (C_1-C_6)alkyl-(C=O)-O-, (C_1-C_6)alkyl-(C=O)-O-(C_1-C_6)alkyl, H(O=C)-, H(O=C)-(C_1-C_6)alkyl, (C_1-C_6)alkyl(O=C)-, (C_1-C_6)alkyl(O=C)-(C_1-C_6)alkyl, NO_2, amino, (C_1-C_6)alkylamino, [(C_1-C_6)alkyl]$_2$amino, amino(C_1-C_6)alkyl, (C_1-C_6)alkylamino(C_1-C_6)alkyl, [(C_1-C_6)alkyl]$_2$amino(C_1-C_6)alkyl, H_2N-(C=O)-, (C_1-C_6)alkyl-NH-(C=O)-, [(C_1-C_6)alkyl]$_2$N-(C=O)-, H_2N(C=O)-(C_1-C_6)alkyl, (C_1-C_6)alkyl-HN(C=O)-(C_1-C_6)alkyl, [(C_1-C_6)alkyl]$_2$N-(C=O)-(C_1-C_6)alkyl, H(O=C)-NH-, (C_1-C_6)alkyl(C=O)-NH, (C_1-C_6)alkyl(C=O)-[NH](C_1-C_6)alkyl, (C_1-C_6)alkyl(C=O)-[N(C_1-C_6)alkyl](C_1-C_6)alkyl, (C_1-C_6)alkyl-S-, (C_1-C_6)alkyl-(S=O)-, (C_1-C_6)alkyl-SO_2-, (C_1-C_6)alkyl-SO_2-NH-, H_2N-SO_2-, H_2N-SO_2-(C_1-C_6)alkyl, (C_1-C_6)alkylHN-SO_2-(C_1-C_6)alkyl, [(C_1-C_6)alkyl]$_2$N-SO_2-(C_1-C_6)alkyl, CF_3SO_3-, (C_1-C_6)alkyl-SO_3-, phenyl, (C_3-C_{10})cycloalkyl, (C_2-C_9)heterocycloalkyl, or (C_2-C_9)heteroaryl; and wherein any of the carbon-carbon single bonds of said (C_1-C_{10})alkyl may optionally be replaced by a carbon-carbon double bond;

wherein the (C_3-C_{10})cycloalkyl moiety of said R^3 (C_3-C_{10})cycloalkyl-$(CH_2)_n$- group may optionally be substituted by one to three substitutents, wherein each

substituent is independently hydrogen, halo, CN, $(C_1\text{-}C_6)$alkyl, hydroxy, hydroxy-$(C_1\text{-}C_6)$alkyl, $(C_1\text{-}C_6)$alkoxy, $(C_1\text{-}C_6)$alkoxy$(C_1\text{-}C_6)$alkyl, HO-(C=O)-, $(C_1\text{-}C_6)$alkyl-O-(C=O)-, HO-(C=O)-$(C_1\text{-}C_6)$alkyl, $(C_1\text{-}C_6)$alkyl-O-(C=O)-$(C_1\text{-}C_6)$alkyl, $(C_1\text{-}C_6)$alkyl-(C=O)-O-, $(C_1\text{-}C_6)$alkyl-(C=O)-O-$(C_1\text{-}C_6)$alkyl, H(O=C)-, H(O=C)-$(C_1\text{-}C_6)$alkyl, $(C_1\text{-}C_6)$alkyl(O=C)-, $(C_1\text{-}C_6)$alkyl(O=C)-$(C_1\text{-}C_6)$alkyl, NO_2, amino, $(C_1\text{-}C_6)$alkylamino, $[(C_1\text{-}C_6)\text{alkyl}]_2$amino, amino$(C_1\text{-}C_6)$alkyl, $(C_1\text{-}C_6)$alkylamino$(C_1\text{-}C_6)$alkyl, $[(C_1\text{-}C_6)\text{alkyl}]_2$amino$(C_1\text{-}C_6)$alkyl, H_2N-(C=O)-, $(C_1\text{-}C_6)$alkyl-NH-(C=O)-, $[(C_1\text{-}C_6)\text{alkyl}]_2N$-(C=O)-, $H_2N(C=O)$-$(C_1\text{-}C_6)$alkyl, $(C_1\text{-}C_6)$alkyl-HN(C=O)-$(C_1\text{-}C_6)$alkyl, $[(C_1\text{-}C_6)\text{alkyl}]_2N$-(C=O)-$(C_1\text{-}C_6)$alkyl, H(O=C)-NH-, $(C_1\text{-}C_6)$alkyl(C=O)-NH, $(C_1\text{-}C_6)$alkyl(C=O)-[NH]$(C_1\text{-}C_6)$alkyl, $(C_1\text{-}C_6)$alkyl(C=O)-[N$(C_1\text{-}C_6)$alkyl]$(C_1\text{-}C_6)$alkyl, $(C_1\text{-}C_6)$alkyl-S-, $(C_1\text{-}C_6)$alkyl-(S=O)-, $(C_1\text{-}C_6)$alkyl-SO_2-, $(C_1\text{-}C_6)$alkyl-SO_2-NH-, H_2N-SO_2-, H_2N-SO_2-$(C_1\text{-}C_6)$alkyl, $(C_1\text{-}C_6)$alkylHN-SO_2-$(C_1\text{-}C_6)$alkyl, $[(C_1\text{-}C_6)\text{alkyl}]_2N$-$SO_2$-$(C_1\text{-}C_6)$alkyl, CF_3SO_3-, $(C_1\text{-}C_6)$alkyl-SO_3-, phenyl, $(C_3\text{-}C_{10})$cycloalkyl, $(C_2\text{-}C_9)$heterocycloalkyl, or $(C_2\text{-}C_9)$heteroaryl;

wherein the $(C_2\text{-}C_9)$heterocycloalkyl moiety of said R^3 $(C_2\text{-}C_9)$heterocycloalkyl-$(CH_2)_n$- group comprises nitrogen, sulfur, oxygen, >S(=O), $>SO_2$ or $>NR^6$, wherein said $(C_2\text{-}C_9)$heterocycloalkyl moiety of said $(C_2\text{-}C_9)$heterocycloalkyl-$(CH_2)_n$- group may optionally be substituted on any of the ring carbon atoms capable of forming an additional bond with a substituent, wherein the substituent is hydrogen, halo, CN, $(C_1\text{-}C_6)$alkyl, hydroxy, hydroxy-$(C_1\text{-}C_6)$alkyl, $(C_1\text{-}C_6)$alkoxy, $(C_1\text{-}C_6)$alkoxy$(C_1\text{-}C_6)$alkyl, HO-(C=O)-, $(C_1\text{-}C_6)$alkyl-O-(C=O)-, HO-(C=O)-$(C_1\text{-}C_6)$alkyl, $(C_1\text{-}C_6)$alkyl-O-(C=O)-$(C_1\text{-}C_6)$alkyl, $(C_1\text{-}C_6)$alkyl-(C=O)-O-, $(C_1\text{-}C_6)$alkyl-(C=O)-O-$(C_1\text{-}C_6)$alkyl, H(O=C)-, H(O=C)-$(C_1\text{-}C_6)$alkyl, $(C_1\text{-}C_6)$alkyl(O=C)-, $(C_1\text{-}C_6)$alkyl(O=C)-$(C_1\text{-}C_6)$alkyl, NO_2, amino, $(C_1\text{-}C_6)$alkylamino, $[(C_1\text{-}C_6)\text{alkyl}]_2$amino, amino$(C_1\text{-}C_6)$alkyl, $(C_1\text{-}C_6)$alkylamino$(C_1\text{-}C_6)$alkyl, $[(C_1\text{-}C_6)\text{alkyl}]_2$amino$(C_1\text{-}C_6)$alkyl, H_2N-(C=O)-, $(C_1\text{-}C_6)$alkyl-NH-(C=O)-, $[(C_1\text{-}C_6)\text{alkyl}]_2N$-(C=O)-, $H_2N(C=O)$-$(C_1\text{-}C_6)$alkyl, $(C_1\text{-}C_6)$alkyl-HN(C=O)-$(C_1\text{-}C_6)$alkyl, $[(C_1\text{-}C_6)\text{alkyl}]_2N$-(C=O)-$(C_1\text{-}C_6)$alkyl, H(O=C)-NH-, $(C_1\text{-}C_6)$alkyl(C=O)-NH, $(C_1\text{-}C_6)$alkyl(C=O)-[NH]$(C_1\text{-}C_6)$alkyl, $(C_1\text{-}C_6)$alkyl(C=O)-[N$(C_1\text{-}C_6)$alkyl]$(C_1\text{-}C_6)$alkyl, $(C_1\text{-}C_6)$alkyl-S-, $(C_1\text{-}C_6)$alkyl-(S=O)-, $(C_1\text{-}C_6)$alkyl-SO_2-, $(C_1\text{-}C_6)$alkyl-SO_2-NH-, H_2N-SO_2-, H_2N-SO_2-$(C_1\text{-}C_6)$alkyl, $(C_1\text{-}C_6)$alkylHN-SO_2-$(C_1\text{-}C_6)$alkyl, $[(C_1\text{-}C_6)\text{alkyl}]_2N$-$SO_2$-$(C_1\text{-}C_6)$alkyl, CF_3SO_3-, $(C_1\text{-}C_6)$alkyl-SO_3-, phenyl, $(C_3\text{-}C_{10})$cycloalkyl, $(C_2\text{-}C_9)$heterocycloalkyl, or $(C_2\text{-}C_9)$heteroaryl;

wherein the $(C_2\text{-}C_9)$heteroaryl moiety of said R^3 $(C_2\text{-}C_9)$heteroaryl-$(CH_2)_n$- group comprises nitrogen, sulfur or oxygen wherein said $(C_2\text{-}C_9)$heteroaryl moiety of

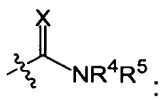
said $(C_2$-$C_9)$heteroaryl-$(CH_2)_n$- group may optionally be substituted on any of the ring carbon atoms capable of forming an additional bond with a substituent, wherein the substituent is hydrogen, halo, CN, $(C_1$-$C_6)$alkyl, hydroxy, hydroxy-$(C_1$-$C_6)$alkyl, $(C_1$-$C_6)$alkoxy, $(C_1$-$C_6)$alkoxy$(C_1$-$C_6)$alkyl, HO-(C=O)-, $(C_1$-$C_6)$alkyl-O-(C=O)-, HO-(C=O)-$(C_1$-$C_6)$alkyl, $(C_1$-$C_6)$alkyl-O-(C=O)-$(C_1$-$C_6)$alkyl, $(C_1$-$C_6)$alkyl-(C=O)-O-, $(C_1$-$C_6)$alkyl-(C=O)-O-$(C_1$-$C_6)$alkyl, H(O=C)-, H(O=C)-$(C_1$-$C_6)$alkyl, $(C_1$-$C_6)$alkyl(O=C)-, $(C_1$-$C_6)$alkyl(O=C)-$(C_1$-$C_6)$alkyl, NO_2, amino, $(C_1$-$C_6)$alkylamino, $[(C_1$-$C_6)$alkyl$]_2$amino, amino$(C_1$-$C_6)$alkyl, $(C_1$-$C_6)$alkylamino$(C_1$-$C_6)$alkyl, $[(C_1$-$C_6)$alkyl$]_2$amino$(C_1$-$C_6)$alkyl, H_2N-(C=O)-, $(C_1$-$C_6)$alkyl-NH-(C=O)-, $[(C_1$-$C_6)$alkyl$]_2$N-(C=O)-, H_2N(C=O)-$(C_1$-$C_6)$alkyl, $(C_1$-$C_6)$alkyl-HN(C=O)-$(C_1$-$C_6)$alkyl, $[(C_1$-$C_6)$alkyl$]_2$N-(C=O)-$(C_1$-$C_6)$alkyl, H(O=C)-NH-, $(C_1$-$C_6)$alkyl(C=O)-NH, $(C_1$-$C_6)$alkyl(C=O)-[NH]$(C_1$-$C_6)$alkyl, $(C_1$-$C_6)$alkyl(C=O)-[N$(C_1$-$C_6)$alkyl]$(C_1$-$C_6)$alkyl, $(C_1$-$C_6)$alkyl-S-, $(C_1$-$C_6)$alkyl-(S=O)-, $(C_1$-$C_6)$alkyl-SO_2-, $(C_1$-$C_6)$alkyl-SO_2-NH-, H_2N-SO_2-, H_2N-SO_2-$(C_1$-$C_6)$alkyl, $(C_1$-$C_6)$alkylHN-SO_2-$(C_1$-$C_6)$alkyl, $[(C_1$-$C_6)$alkyl$]_2$N-SO_2-$(C_1$-$C_6)$alkyl, CF_3SO_3-, $(C_1$-$C_6)$alkyl-SO_3-, phenyl, $(C_3$-$C_{10})$cycloalkyl, $(C_2$-$C_9)$heterocycloalkyl, or $(C_2$-$C_9)$heteroaryl; and

wherein said aryl moiety of said R^3 aryl-$(CH_2)_n$- group is optionally substituted phenyl or naphthyl, wherein said phenyl and naphthyl may optionally be substituted with from one to three substituents, wherein each substituent is independently hydrogen, halo, CN, $(C_1$-$C_6)$alkyl, hydroxy, hydroxy-$(C_1$-$C_6)$alkyl, $(C_1$-$C_6)$alkoxy, $(C_1$-$C_6)$alkoxy$(C_1$-$C_6)$alkyl, HO-(C=O)-, $(C_1$-$C_6)$alkyl-O-(C=O)-, HO-(C=O)-$(C_1$-$C_6)$alkyl, $(C_1$-$C_6)$alkyl-O-(C=O)-$(C_1$-$C_6)$alkyl, $(C_1$-$C_6)$alkyl-(C=O)-O-, $(C_1$-$C_6)$alkyl-(C=O)-O-$(C_1$-$C_6)$alkyl, H(O=C)-, H(O=C)-$(C_1$-$C_6)$alkyl, $(C_1$-$C_6)$alkyl(O=C)-, $(C_1$-$C_6)$alkyl(O=C)-$(C_1$-$C_6)$alkyl, NO_2, amino, $(C_1$-$C_6)$alkylamino, $[(C_1$-$C_6)$alkyl$]_2$amino, amino$(C_1$-$C_6)$alkyl, $(C_1$-$C_6)$alkylamino$(C_1$-$C_6)$alkyl, $[(C_1$-$C_6)$alkyl$]_2$amino$(C_1$-$C_6)$alkyl, H_2N-(C=O)-, $(C_1$-$C_6)$alkyl-NH-(C=O)-, $[(C_1$-$C_6)$alkyl$]_2$N-(C=O)-, H_2N(C=O)-$(C_1$-$C_6)$alkyl, $(C_1$-$C_6)$alkyl-HN(C=O)-$(C_1$-$C_6)$alkyl, $[(C_1$-$C_6)$alkyl$]_2$N-(C=O)-$(C_1$-$C_6)$alkyl, H(O=C)-NH-, $(C_1$-$C_6)$alkyl(C=O)-NH, $(C_1$-$C_6)$alkyl(C=O)-[NH]$(C_1$-$C_6)$alkyl, $(C_1$-$C_6)$alkyl(C=O)-[N$(C_1$-$C_6)$alkyl]$(C_1$-$C_6)$alkyl, $(C_1$-$C_6)$alkyl-S-, $(C_1$-$C_6)$alkyl-(S=O)-, $(C_1$-$C_6)$alkyl-SO_2-, $(C_1$-$C_6)$alkyl-SO_2-NH-, H_2N-SO_2-, H_2N-SO_2-$(C_1$-$C_6)$alkyl, $(C_1$-$C_6)$alkylHN-SO_2-$(C_1$-$C_6)$alkyl, $[(C_1$-$C_6)$alkyl$]_2$N-SO_2-$(C_1$-$C_6)$alkyl, CF_3SO_3-, $(C_1$-$C_6)$alkyl-SO_3-, phenyl, $(C_3$-$C_{10})$cycloalkyl, $(C_2$-$C_9)$heterocycloalkyl, or $(C_2$-$C_9)$heteroaryl;

or R^3 and the carbon to which it is attached form a five to seven membered carbocyclic ring, wherein any of the carbon atoms of said five membered carbocyclic ring may optionally be substituted with a substituent, wherein the substituent is

hydrogen, halo, CN, (C_1-C_6)alkyl, hydroxy, hydroxy-(C_1-C_6)alkyl, (C_1-C_6)alkoxy, (C_1-C_6)alkoxy(C_1-C_6)alkyl, HO-(C=O)-, (C_1-C_6)alkyl-O-(C=O)-, HO-(C=O)-(C_1-C_6)alkyl, (C_1-C_6)alkyl-O-(C=O)-(C_1-C_6)alkyl, (C_1-C_6)alkyl-(C=O)-O-, (C_1-C_6)alkyl-(C=O)-O-(C_1-C_6)alkyl, H(O=C)-, H(O=C)-(C_1-C_6)alkyl, (C_1-C_6)alkyl(O=C)-, (C_1-C_6)alkyl(O=C)-(C_1-C_6)alkyl, NO_2, amino, (C_1-C_6)alkylamino, [(C_1-C_6)alkyl]$_2$amino, amino(C_1-C_6)alkyl, (C_1-C_6)alkylamino(C_1-C_6)alkyl, [(C_1-C_6)alkyl]$_2$amino(C_1-C_6)alkyl, H_2N-(C=O)-, (C_1-C_6)alkyl-NH-(C=O)-, [(C_1-C_6)alkyl]$_2$N-(C=O)-, $H_2N(C=O)$-(C_1-C_6)alkyl, (C_1-C_6)alkyl-HN(C=O)-(C_1-C_6)alkyl, [(C_1-C_6)alkyl]$_2$N-(C=O)-(C_1-C_6)alkyl, H(O=C)-NH-, (C_1-C_6)alkyl(C=O)-NH, (C_1-C_6)alkyl(C=O)-[NH](C_1-C_6)alkyl, (C_1-C_6)alkyl(C=O)-[N(C_1-C_6)alkyl](C_1-C_6)alkyl, (C_1-C_6)alkyl-S-, (C_1-C_6)alkyl-(S=O)-, (C_1-C_6)alkyl-SO_2-, (C_1-C_6)alkyl-SO_2-NH-, H_2N-SO_2-, H_2N-SO_2-(C_1-C_6)alkyl, (C_1-C_6)alkylHN-SO_2-(C_1-C_6)alkyl, [(C_1-C_6)alkyl]$_2$N-SO_2-(C_1-C_6)alkyl, CF_3SO_3-, (C_1-C_6)alkyl- SO_3-, phenyl, (C_3-C_{10})cycloalkyl, (C_2-C_9)heterocycloalkyl, or (C_2-C_9)heteroaryl; wherein one of the carbon-carbon bonds of said five to seven membered carbocyclic ring may optionally be fused to an optionally substituted phenyl ring, wherein said phenyl substitutents may be hydrogen, halo, CN, (C_1-C_6)alkyl, hydroxy, hydroxy-(C_1-C_6)alkyl, (C_1-C_6)alkoxy, (C_1-C_6)alkoxy(C_1-C_6)alkyl, HO-(C=O)-, (C_1-C_6)alkyl-O-(C=O)-, HO-(C=O)-(C_1-C_6)alkyl, (C_1-C_6)alkyl-O-(C=O)-(C_1-C_6)alkyl, (C_1-C_6)alkyl-(C=O)-O-, (C_1-C_6)alkyl-(C=O)-O-(C_1-C_6)alkyl, H(O=C)-, H(O=C)-(C_1-C_6)alkyl, (C_1-C_6)alkyl(O=C)-, (C_1-C_6)alkyl(O=C)-(C_1-C_6)alkyl, NO_2, amino, (C_1-C_6)alkylamino, [(C_1-C_6)alkyl]$_2$amino, amino(C_1-C_6)alkyl, (C_1-C_6)alkylamino(C_1-C_6)alkyl, [(C_1-C_6)alkyl]$_2$amino(C_1-C_6)alkyl, H_2N-(C=O)-, (C_1-C_6)alkyl-NH-(C=O)-, [(C_1-C_6)alkyl]$_2$N-(C=O)-, $H_2N(C=O)$-(C_1-C_6)alkyl, (C_1-C_6)alkyl-HN(C=O)-(C_1-C_6)alkyl, [(C_1-C_6)alkyl]$_2$N-(C=O)-(C_1-C_6)alkyl, H(O=C)-NH-, (C_1-C_6)alkyl(C=O)-NH, (C_1-C_6)alkyl(C=O)-[NH](C_1-C_6)alkyl, (C_1-C_6)alkyl(C=O)-[N(C_1-C_6)alkyl](C_1-C_6)alkyl, (C_1-C_6)alkyl-S-, (C_1-C_6)alkyl-(S=O)-, (C_1-C_6)alkyl-SO_2-, (C_1-C_6)alkyl-SO_2-NH-, H_2N-SO_2-, H_2N-SO_2-(C_1-C_6)alkyl, (C_1-C_6)alkylHN-SO_2-(C_1-C_6)alkyl, [(C_1-C_6)alkyl]$_2$N-SO_2-(C_1-C_6)alkyl, CF_3SO_3-, (C_1-C_6)alkyl- SO_3-, phenyl, (C_3-C_{10})cycloalkyl, (C_2-C_9)heterocycloalkyl, or (C_2-C_9)heteroaryl;

Y is (C_2-C_9)heteroaryl, (C_2-C_9) heterocycloalkyl, R^5R^6N-sulfonyl or a group of the formula



X is O, S, or NR^{12};

R^4 is hydrogen, $(C_1\text{-}C_6)$alkyl, hydroxy, $(C_1\text{-}C_6)$alkoxy, hydroxy$(C_1\text{-}C_6)$alkyl, $(C_1\text{-}C_6)$alkoxy(C=O)-, $(C_3\text{-}C_{10})$cycloalkyl-$(CH_2)_p$-, $(C_2\text{-}C_9)$heterocycloalkyl-$(CH_2)_p$-, $(C_2\text{-}C_9)$heteroaryl-$(CH_2)_p$-, phenyl-$(CH_2)_p$-, or naphthyl-$(CH_2)_p$-, wherein p is zero, one, two, three or four; wherein said $(C_2\text{-}C_9)$heterocycloalkyl, $(C_2\text{-}C_9)$heteroaryl, phenyl and naphthyl groups of said $(C_2\text{-}C_9)$heterocycloalkyl-$(CH_2)_p$-, $(C_2\text{-}C_9)$heteroaryl-$(CH_2)_p$-, phenyl-$(CH_2)_p$-, or naphthyl-$(CH_2)_p$- may be optionally substituted on any of the ring atoms capable of supporting an additional bond with a substituent, wherein the substituent is hydrogen, halo, CN, $(C_1\text{-}C_6)$alkyl, hydroxy, hydroxy-$(C_1\text{-}C_6)$alkyl, $(C_1\text{-}C_6)$alkoxy, $(C_1\text{-}C_6)$alkoxy$(C_1\text{-}C_6)$alkyl, HO-(C=O)-, $(C_1\text{-}C_6)$alkyl-O-(C=O)-, HO-(C=O)-$(C_1\text{-}C_6)$alkyl, $(C_1\text{-}C_6)$alkyl-O-(C=O)-$(C_1\text{-}C_6)$alkyl, $(C_1\text{-}C_6)$alkyl-(C=O)-O-, $(C_1\text{-}C_6)$alkyl-(C=O)-O-$(C_1\text{-}C_6)$alkyl, H(O=C)-, H(O=C)-$(C_1\text{-}C_6)$alkyl, $(C_1\text{-}C_6)$ alkyl(O=C)-, $(C_1\text{-}C_6)$alkyl(O=C)-$(C_1\text{-}C_6)$alkyl, NO_2, amino, $(C_1\text{-}C_6)$alkylamino, $[(C_1\text{-}C_6)\text{alkyl}]_2$ amino, amino$(C_1\text{-}C_6)$alkyl, $(C_1\text{-}C_6)$alkylamino $(C_1\text{-}C_6)$alkyl, $[(C_1\text{-}C_6)\text{alkyl}]_2$amino$(C_1\text{-}C_6)$alkyl, H_2N-(C=O)-, $(C_1\text{-}C_6)$alkyl-NH-(C=O)-, $[(C_1\text{-}C_6)\text{alkyl}]_2$N-(C=O)-, $H_2N(C=O)$-$(C_1\text{-}C_6)$alkyl, $(C_1\text{-}C_6)$alkyl-HN(C=O)-$(C_1\text{-}C_6)$alkyl, $[(C_1\text{-}C_6)\text{alkyl}]_2$N-(C=O)-$(C_1\text{-}C_6)$alkyl, H(O=C)-NH-, $(C_1\text{-}C_6)$alkyl(C=O)-NH, $(C_1\text{-}C_6)$alkyl(C=O)-[NH]$(C_1\text{-}C_6)$alkyl, $(C_1\text{-}C_6)$alkyl(C=O)-[N$(C_1\text{-}C_6)$alkyl]$(C_1\text{-}C_6)$alkyl, $(C_1\text{-}C_6)$alkyl-S-, $(C_1\text{-}C_6)$alkyl-(S=O)-, $(C_1\text{-}C_6)$alkyl-SO_2-, $(C_1\text{-}C_6)$alkyl-SO_2-NH-, H_2N-SO_2-, H_2N-SO_2-$(C_1\text{-}C_6)$alkyl, $(C_1\text{-}C_6)$alkylHN-SO_2-$(C_1\text{-}C_6)$alkyl, $[(C_1\text{-}C_6)\text{alkyl}]_2$N-$SO_2$-$(C_1\text{-}C_6)$alkyl, CF_3SO_3-, $(C_1\text{-}C_6)$alkyl-SO_3-, phenyl, $(C_3\text{-}C_{10})$cycloalkyl, $(C_2\text{-}C_9)$heterocycloalkyl, or $(C_2\text{-}C_9)$heteroaryl;

or R^4 and R^5 together with the nitrogen atom to which they are attached form a $(C_2\text{-}C_9)$heterocycloalkyl group wherein any of the ring atoms of said $(C_2\text{-}C_9)$heterocycloalkyl group may optionally be substituted with a substituent, wherein the substituent is hydrogen, halo, CN, $(C_1\text{-}C_6)$alkyl, hydroxy, hydroxy-$(C_1\text{-}C_6)$alkyl, $(C_1\text{-}C_6)$alkoxy, $(C_1\text{-}C_6)$alkoxy$(C_1\text{-}C_6)$alkyl, HO-(C=O)-, $(C_1\text{-}C_6)$alkyl-O-(C=O)-, HO-(C=O)-$(C_1\text{-}C_6)$alkyl, $(C_1\text{-}C_6)$alkyl-O-(C=O)-$(C_1\text{-}C_6)$alkyl, $(C_1\text{-}C_6)$alkyl-(C=O)-O-, $(C_1\text{-}C_6)$alkyl-(C=O)-O-$(C_1\text{-}C_6)$alkyl, H(O=C)-, H(O=C)-$(C_1\text{-}C_6)$alkyl, $(C_1\text{-}C_6)$ alkyl(O=C)-, $(C_1\text{-}C_6)$alkyl(O=C)-$(C_1\text{-}C_6)$alkyl, NO_2, amino, $(C_1\text{-}C_6)$alkylamino, $[(C_1\text{-}C_6)\text{alkyl}]_2$ amino, amino$(C_1\text{-}C_6)$alkyl, $(C_1\text{-}C_6)$alkylamino $(C_1\text{-}C_6)$alkyl, $[(C_1\text{-}C_6)\text{alkyl}]_2$amino$(C_1\text{-}C_6)$alkyl, H_2N-(C=O)-, $(C_1\text{-}C_6)$alkyl-NH-(C=O)-, $[(C_1\text{-}C_6)\text{alkyl}]_2$N-(C=O)-, $H_2N(C=O)$-$(C_1\text{-}C_6)$alkyl, $(C_1\text{-}C_6)$alkyl-HN(C=O)-$(C_1\text{-}C_6)$alkyl, $[(C_1\text{-}C_6)\text{alkyl}]_2$N-(C=O)-$(C_1\text{-}C_6)$alkyl, H(O=C)-NH-, $(C_1\text{-}C_6)$alkyl(C=O)-NH, $(C_1\text{-}C_6)$alkyl(C=O)-[NH]$(C_1\text{-}C_6)$alkyl, $(C_1\text{-}C_6)$alkyl(C=O)-[N$(C_1\text{-}C_6)$alkyl]$(C_1\text{-}C_6)$alkyl, $(C_1\text{-}C_6)$alkyl-S-, $(C_1\text{-}C_6)$alkyl-(S=O)-, $(C_1\text{-}C_6)$alkyl-SO_2-, $(C_1\text{-}C_6)$alkyl-SO_2-NH-, H_2N-SO_2-, H_2N-SO_2-$(C_1\text{-}C_6)$alkyl, $(C_1\text{-}C_6)$alkylHN-SO_2-

$(C_1\text{-}C_6)$alkyl, $[(C_1\text{-}C_6)\text{alkyl}]_2N\text{-}SO_2\text{-}(C_1\text{-}C_6)$alkyl, CF_3SO_3-, $(C_1\text{-}C_6)$alkyl-SO_3-, phenyl, $(C_3\text{-}C_{10})$cycloalkyl, $(C_2\text{-}C_9)$heterocycloalkyl, or $(C_2\text{-}C_9)$heteroaryl;

R^5 is hydrogen, $(C_1\text{-}C_6)$alkyl or amino;

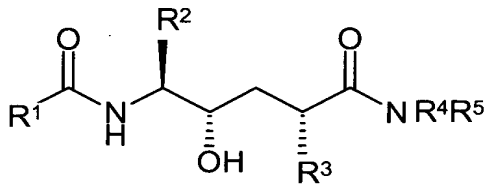
R^6 is hydrogen, $(C_1\text{-}C_6)$alkyl, $(C_1\text{-}C_6)$alkoxy-$(CH_2)_g$-, $(C_1\text{-}C_6)$alkoxy(C=O)-$(CH_2)_g$-, $(C_1\text{-}C_6)$alkyl-(SO_2)-$(CH_2)_g$-, $(C_6\text{-}C_{10})$aryloxy-$(CH_2)_g$-, $(C_6\text{-}C_{10})$aryloxy(C=O)-$(CH_2)_g$-, or $(C_6\text{-}C_{10})$aryl-(SO_2)-$(CH_2)_g$-, wherein g is an integer from zero to four; and

R^{12} is hydrogen, CN, (C=O)-$(C_1\text{-}C_9)$alkyl, or (SO_2)-$(C_1\text{-}C_9)$alkyl;

with the proviso that when either R^4 or R^5 is hydrogen, and the other of R^4 or R^5 is $(C_1\text{-}C_6)$alkyl, R^2 is $(C_3\text{-}C_{10})$cycloalkyl or isopropyl and R^3 is $(C_3\text{-}C_5)$alkyl, phenyl, methylvinyl, dimethylvinyl, halovinyl, hydroxy$(C_1\text{-}C_3)$alkyl or amino$(C_1\text{-}C_4)$alkyl then R^1 must be other than indol-5-yl, 6-azaindol-2-yl, 2,3-dichloro-pyrol-5-yl, 4-hydroxyquinolin-3-yl, 2-hydroxyquinoxalin-3-yl, 6-azaindolin-3-yl, or optionally substituted indol-2 or 3-yl;

or a pharmaceutically acceptable form thereof.

2. The method according to claim 1, wherein said compound of formula I has the formula Ia



Ia

wherein R^1, R^2, R^3, R^4 and R^5 are as described in claim 1.

3. The method according to claim 2, wherein R^1 is optionally substituted pyrazolo[3,4-b]pyridinyl, cinnolinyl, pyridinyl, 6,7-dihydro-5H-[1]pyrindinyl, benzothiazolyl, indolyl, pyrazinyl, benzoimidazolyl, benzofuranyl, benzo[b]thiophenyl, naphthalenyl, quinoxalinyl, isoquinolinyl, 5, 6, 7, 8-tetrahydro-quinolin-3-yl or quinolinyl.

4. The method according to claim 2, wherein R^1 is optionally substituted pyrazolo[3,4-b]pyridin-5-yl, cinnolin-4-yl, pyridin-2-yl, 6,7-dihydro-5H-[1]pyrindin-3-yl, benzothiazol-2-yl, indol-2-yl, pyrazin-2-yl, benzoimidazol-2-yl, benzofuran-2-yl,

benzo[b]thiophen-2-yl, naphthalen-2-yl, quinoxalin-2-yl, quinoxalin-6-yl, isoquinolin-1-yl, isoquinolin-3-yl, isoquinolin-4-yl, 5, 6, 7, 8-tetrahydro-quinolin-3-yl, quinolin-2-yl, quinolin-3-yl, quinolin-4-yl or quinolin-6-yl.

5. The method according to claim 2, wherein R^1 is optionally substituted quinoxalin-2-yl, quinoxalin-6-yl, quinolin-2-yl, quinolin-3-yl, quinolin-4-yl or quinolin-6-yl.

6. The method according to claim 2, wherein R^2 is optionally substituted benzyl.

7. The method according to claim 2, wherein R^3 is optionally substituted (C_1-C_{10})alkyl or (C_3-C_{10})cycloalkyl-$(CH_2)_n$-.

8. The method according to claim 2, wherein R^3 is optionally substituted n-butyl, t-butyl, isobutyl, n-pentyl, 2-methyl-pentyl, cyclopentyl, or cyclohexyl.

9. The method according to claim 2, wherein R^3 is substituted by fluoro or hydroxy.

10. The method according to claim 2, wherein R^3 is 4,4-difluoro-cyclohexylmethyl, 2-fluoro-2-methyl-butyl, isobutyl, or 1-hydroxy-cyclohexyl.

11. The method according to claim 2, wherein the compound is:

quinoxaline-2-carboxylic acid 4(R)-carbamoyl-1(S)-(3-chloro-benzyl)-2(S),7-dihydroxy-7-methyl-octyl]-amide;

7,8-difluoro-quinoline-3-carboxylic acid (1S)-benzyl-4(R)-carbamoyl-2(S),7-dihydroxy-7-methyl-octyl)-amide;

6,7,8-trifluoro-quinoline-3-carboxylic acid (1(S)-benzyl-4(R)-carbamoyl-2(S),7-dihydroxy-7-methyl-octyl)-amide;

quinoxaline-2-carboxylic acid [4(R)-carbamoyl-1(S)-(3-fluoro-benzyl)-2(S),7-dihydroxy-7-methyl-octyl]-amide;

quinoxaline-2-carboxylic acid (1(S)-benzyl-2(S),7-dihydroxy-4(R)-hydroxycarbamoyl-7-methyl-octyl)-amide;

quinoxaline-2-carboxylic acid [4(R)-carbamoyl-1(S)-(2-chloro-benzyl)-2(S),7-dihydroxy-7-methyl-octyl]-amide;

quinoxaline-2-carboxylic acid [1(S)-(2-fluoro-benzyl)-2(S),7-dihydroxy-4(R)-hydroxycarbamoyl-7-methyl-octyl]-amide;

quinoxaline-2-carboxylic acid [4(R)-carbamoyl-1(S)-(2-fluoro-benzyl)-2(S),7-dihydroxy-7-methyl-octyl]-amide;

quinoxaline-2-carboxylic acid [1(S)-(3,4-difluoro-benzyl)-2(S),7-dihydroxy-4(R)-hydroxycarbamoyl-7-methyl-octyl]-amide;

quinoxaline-2-carboxylic acid [4(R)-carbamoyl-1(S)-(3,4-difluoro-benzyl)-2(S),7-dihydroxy-7-methyl-octyl]-amide; or

quinoxaline-2-carboxylic acid (4(R)-carbamoyl-2(S),7-dihydroxy-7-methyl-1(S)-naphthalen-1-ylmethyl-octyl)-amide.

12. The method according to claim 1, wherein the compound is administered as a composition comprising the compound of formula I or Ia and a pharmaceutically acceptable carrier.

13. The method according to claim 12, wherein the disorder or condition is selected from the group consisting of pulmonary fibrosis, fibrosis associated with end-stage renal disease, fibrosis caused by radiation, tubulointerstitial fibrosis, subepithelial fibrosis, scleroderma, hepatic fibrosis, primary and secondary biliary cirrhosis, obesity, cachexia, anorexia, type II diabetes, hyperlipidemia and hypergonadism, sequelae associated with multiple myeloma, breast cancer, joint tissue damage, hyperplasia, pannus formation and bone resorption, hepatic failure, Kawasaki syndrome, myocardial infarction, acute liver failure, septic shock, congestive heart failure, pulmonary emphysema or dyspnea associated therewith, viral induced encephalomyelitis or demyelination, gastrointestinal inflammation, bacterial meningitis, cytomegalovirus, adenoviruses, Herpes viruses, fungal meningitis, lyme disease, and malaria.